

United States Bankruptcy Court for the:	
<u>Southern</u> District of <u>Indiana</u> (State)	
Case number (if known): _____ Chapter <u>11</u>	

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Scotty's Holdings, LLC</u>	
2. All other names debtor used in the last 8 years Include any assumed names, trade names, and, <i>doing business as</i> names		
3. Debtor's federal Employer Identification Number (EIN)	4 5 - 4 3 3 6 6 9 9	
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>3855 East 96th Street, Suite J</u>	Number Street
	Number Street	
	<u>Indianapolis</u>	IN
	City	State
		ZIP Code
	<u>Marion</u>	
	County	
5. Debtor's website (URL)	<u>www.scottysbrewhouse.com</u>	
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor	<u>Scotty's Holdings, LLC</u>	Case number (if known) _____
	Name	

A. Check one:

7. Describe debtor's business

Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply:

Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

— — — — —

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

Chapter 7
 Chapter 9
 Chapter 11. Check all that apply:

Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No
 Yes. District _____ When _____ Case Number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case Number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No
 Yes. Debtor See attached list. Relationship _____
District _____ When _____ MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Scotty's Holdings, LLC _____ Case number (if known) _____
 Name _____

11. Why is the case filed in this district? Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors

14. Estimated number of creditors

1-49
 50-99
 100-199
 200-999

1,000-5,000
 5,001-10,000
 10,001-25,000

25,001-50,000
 50,001-100,000
 More than 100,000

15. Estimated assets

\$0-\$50,000
 \$50,001-\$100,000
 \$100,001-\$500,000
 \$500,001-\$1 million

\$1,000,001-\$10 million
 \$10,000,001-\$50 million
 \$50,000,001-\$100 million
 \$100,000,001-\$500 million

\$500,000,001-\$1 billion
 \$1,000,000,001-\$10 billion
 \$10,000,000,001-\$50 billion
 More than \$50 billion

Debtor Scotty's Holdings, LLC _____ Case number (if known) _____
 Name _____

- 16. Estimated liabilities**
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

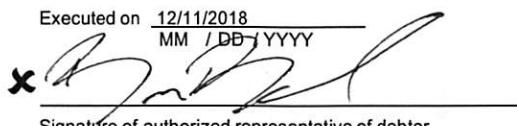
Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

- 17. Declaration and signature of authorized representative of debtor**
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/11/2018
 MM / DD / YYYY



Signature of authorized representative of debtor

Berekk Blackwell

Printed name

Title Executive Manager

18. Signature of attorney

/s/ Lucy R. Dollens

Date 12/11/2018

MM / DD / YYYY

Lucy R. Dollens, Esq.

Printed name

Quarles & Brady LLP

Firm name

135 N. Pennsylvania Street, Suite 2400
 Number Street

Indianapolis
 City

IN State ZIP Code

(317) 957-5000
 Contact Phone

lucy.dollens@quarles.com
 Email address

23547-49
 Bar number

IN State

Debtor Scotty's Holdings, LLC _____ Case number (*if known*) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

Debtor	<u>A Pots & Pans Production, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Thr3e Wise Men Brewing Company, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Brewhouse, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Brewhouse Bloomington, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Brewhouse West Lafayette, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Indianapolis, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Brewhouse Downtown Indianapolis, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Brewhouse Mishawaka, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Brewhouse Fort Wayne, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Brewhouse Carmel, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Brewhouse Butler, LLC</u>	Relationship	_____
Debtor	<u>Scotty's Brewhouse Waco, LLC</u>	Relationship	_____
District	<u>Southern District of Indiana</u>	When	<u>12/11/2018</u> MM / DD / YYYY
Case numbers, if known		<u>pending</u>	

SCOTTY'S HOLDINGS, LLC

**ACTION BY WRITTEN CONSENT OF SOLE EXECUTIVE MANAGER
AND OF SOLE MEMBER**

The undersigned Berekk A. Blackwell, as the sole Executive Manager of, and the undersigned PRP Scotty's Holdings, LLC, a Delaware limited liability company, as the sole Member ("Sole Member") of, Scotty's Holdings, LLC, an Indiana limited liability company (the "Company"), in accordance with and pursuant to the Company's operating agreement and Article 18 of Title 23 of the Indiana Code, do hereby consent to, adopt, and approve the following resolutions, with the same force and effect as if such resolutions were duly adopted by the affirmative vote of the Sole Member taken at a special meeting duly called and held on the 11th day of December, 2018 ("Effective Date"):

WHEREAS, in the judgment of the Executive Manager and the Sole Member of the Company, based in part upon a review of the Company's assets and liabilities and in consultation with its advisors, it is desirable and in the best interests of the Company, its creditors, equity holders, and other interested parties that a voluntary bankruptcy petition (the "Petition") be filed by the Company under the provisions of chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code");

NOW, THEREFORE, BE IT RESOLVED, that the Company shall be, and it hereby is, authorized, directed and empowered to file the Petition and to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the same;

FURTHER RESOLVED, that the Executive Manager or any other manager or officer so designated by the Executive Manager, acting together or alone (each, a "Designated Officer"), is hereby authorized, directed and empowered, on behalf of and in the name of the Company, (i) to execute and verify the Petition as well as all other ancillary documents and other documents related to the bankruptcy case and to cause the Petition to be filed with the United States Bankruptcy Court for the Southern District of Indiana and to make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as a Designated Officer, in his discretion, deems necessary or desirable in order to carry out the intent and accomplish the purposes of these resolutions (approval of any of the above-described documents to be conclusively established by the execution thereof by a Designated Officer), (ii) to execute (a) a consent to the entry of an order for relief in an involuntarily-commenced chapter 11 or chapter 7 case, if any, or (b) a request for conversion of an involuntarily-commenced chapter 11 or chapter 7 case, if any, (iii) to execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including, without limitation, documents executed pursuant to which the Company shall receive or guarantee postpetition funding) necessary or desirable in connection with the foregoing, and (iv) to execute and verify any and all other documents necessary or appropriate in connection therewith in such form as a Designated Officer may approve (such

approval to be conclusively established by the execution thereof by a Designated Officer);

FURTHER RESOLVED, that the law firm of Quarles & Brady LLP and any local Indiana counsel or special counsel selected by a Designated Officer, if any, are authorized, empowered and directed to represent the Company, as debtor and/or debtor in possession, in connection with any case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that each Designated Officer is authorized, directed and empowered to retain on behalf of the Company such other attorneys, financial advisors, accountants, and other professionals as such Designated Officer shall deem appropriate in his judgment;

FURTHER RESOLVED, that each Designated Officer is authorized, directed and empowered to enter into, in the name of and on behalf of the Company, as debtor and/or debtor in possession, any financial transactions as the Designated Officer so acting shall deem appropriate in his judgment, including, without limitation, debtor-in-possession financing with Sase Kosan KK and/or other entities, as borrower, co-borrower, guarantor, or in any other capacity as the Designated Officer shall deem appropriate in his judgment;

FURTHER RESOLVED, that each and every manager and officer of the Company, be, and each of them, acting alone, is hereby authorized, directed and empowered from time to time in the name of and on behalf of the Company to take such actions and execute and deliver such certificates, instruments, notices and documents as may be required or as such officer may deem necessary, advisable or proper to carry out and perform the obligations of the Company (including, without limitation, documents executed pursuant to which the Company shall receive or guarantee postpetition funding); all such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, the performance or execution thereof by such officer to be conclusive evidence of the approval thereof by such officer and by the Company;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers of the Company, each manager and officer of the Company be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and things and to execute and deliver all such other instruments, certificates, agreements and documents as they or any of them may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of the foregoing resolutions;

FURTHER RESOLVED, that all actions heretofore taken by any manager, officer, or director of the Company in connection with the foregoing resolutions be, and all such actions hereby are, confirmed, ratified, and approved in all respects; and

FURTHER RESOLVED, that this Action by Written Consent may be executed in counterparts.

IN WITNESS WHEREOF, the undersigned Executive Manager and Sole Member of the Company have executed this Written Consent as of the Effective Date.

SOLE MEMBER:

PRP Scotty's Holdings, LLC,
a Delaware limited liability company

By:



Berekk A. Blackwell

Its: Executive Manager

EXECUTIVE MANAGER:



Berekk A. Blackwell

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

In re:)
)
SCOTTY'S HOLDINGS, LLC,) Case No. 18-_____ -11
) (Joint Administration Pending)
)
Debtor(s).)

CORPORATE OWNERSHIP STATEMENT

As required by Fed. R. Bankr. P. 1007(a)(1), the debtors now file this Corporate Ownership Statement and report as follows:

- Debtors are not a “corporation” as defined in 11 U.S.C. § 101(9).
- Debtors are a “corporation” as defined in 11 U.S.C. § 101(9) but have no entities to report under Fed. R. Bankr. P. 1007(a)(1).
- Debtors are each a “corporation” as defined in 11 U.S.C. § 101(9), and the following corporations directly own 10% or more of any class of the debtors’ equity interests:

PRP Scotty's Holdings, LLC, a non-debtor Delaware limited liability company, is the sole member of debtor Scotty's Holdings, LLC, an Indiana limited liability company.

Scotty's Holdings, LLC is the sole member of the other debtors, which are:

1. A Pots & Pans Production, LLC, an Indiana limited liability company;
2. Scotty's Thr3e Wise Men Brewing Company, LLC, an Indiana limited liability company;
3. Scotty's Brewhouse, LLC, an Indiana limited liability company;
4. Scotty's Brewhouse Bloomington, LLC, an Indiana limited liability company;
5. Scotty's Brewhouse West Lafayette, LLC, an Indiana limited liability company;
6. Scotty's Indianapolis, LLC, an Indiana limited liability company;
7. Scotty's Brewhouse Downtown Indianapolis, LLC, an Indiana limited liability company;
8. Scotty's Brewhouse Mishawaka, LLC, an Indiana limited liability company;

9. Scotty's Brewhouse Fort Wayne, LLC, an Indiana limited liability company;
10. Scotty's Brewhouse Carmel, LLC, an Indiana limited liability company;
11. Scotty's Brewhouse Butler, LLC, an Indiana limited liability company; and
12. Scotty's Brewhouse Waco, LLC, a Texas limited liability company.

The debtors declare under penalty of perjury that this Corporate Ownership Statement is true and correct.



Berekk A. Blackwell
Executive Manager, Scotty's Holdings, LLC
Sole Manager for Management and Operating
Entities

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:)
)
SCOTTY'S HOLDINGS, LLC,) Case No. 18-_____ -11
) (Joint Administration Pending)
)
Debtor(s).)

EQUITY SECURITY HOLDERS STATEMENT

As required by Fed. R. Bankr. P. 1007(a)(3), Scotty's Holdings, LLC and its affiliated debtors (collectively, the "Debtors"), now file this Equity Security Holders Statement and report as follows:

The Debtors are limited liability companies that do not issue equity securities. The holders of the membership interests of the Debtors are set forth in the Corporate Ownership Statement filed with the Debtors' voluntary petitions.

I declare under penalty of perjury that the foregoing is true and correct.



Berekk A. Blackwell
Executive Manager, Scotty's Holdings, LLC
Sole Manager for Management and Operating Entities

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

In re:)
)
)
 SCOTTY'S HOLDINGS, LLC,) Case No. 18-_____-_____-11
) (Joint Administration Pending)
)
 Debtor(s).)

LIST OF SECURED CREDITORS¹

Name of creditor and complete mailing address	Name, telephone number and complete mailing address of employee, agent, department of creditor familiar with claim who may be contacted	Amount of claim/collateral
The Huntington National Bank PO Box 182232, NC1W32 Columbus, OH 43218	C. Dunlap J. Burke The Huntington National Bank PO Box 182232, NC1W32 Columbus, OH 43218	Approximately \$1.1 MM; assets including cash collateral
Rewards Network Establishment Services, Inc. 2 N. Riverside Plaza, Suite 200 Chicago, IL 60606	K. DeCicco Rewards Network Establishment Services, Inc. 2 N. Riverside Plaza, Suite 200 Chicago, IL 60606	Approximately \$500,000; assets including cash collateral

¹ Debtor files this list based only on preliminary information; this list is not an admission as to the amount of any claim against the Debtor or an admission as to the perfection or priority of any security interest. This list is not and shall not be deemed to create or perfect a security interest in favor of any creditor set forth herein. Debtor reserves its rights to dispute any lien or security interest claimed by any creditor listed herein, and any amounts any creditor listed herein may claim to be owed by Debtor.

RESPECTFULLY SUBMITTED this 11th day of December, 2018.

QUARLES & BRADY LLP

By: /s/ Lucy R. Dollens

Lucy R. Dollens (Bar No. 23547-49)
Christopher Combest (IL ARDC No. 06224701)

Pro Hac Vice Admission Pending

Isaac M. Gabriel (AZ Bar No. 021780)

Pro Hac Vice Admission Pending

135 N. Pennsylvania St., Suite 2400

Indianapolis, Indiana 46204

Telephone: (317) 957-5000

Facsimile: (317) 957-5010

lucy.dollens@quarles.com

christopher.combest@quarles.com

isaac.gabriel@quarles.com

Proposed Attorneys for Debtors

Fill in this information to identify the case:

Debtor name Scotty's Holdings, LLC
 United States Bankruptcy Court for the: Southern District of Indiana
 (State)
 Case number (if known): _____

Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 zGrowth Partners LLC 42490 Garfield Rd., Suite 202 Clinton Township, MI 48038		Professional Services				\$151,250.00
2 Due North Holdings, LLC 15990 N. Greenway Hayden Loop, #190 Scottsdale, AZ 85260	(844) 221-2456	Professional Services				\$150,000.00
3 Huntington National Bank P.O. Box 182232 NC1W32 Columbus, OH 43218	(800) 465-1271	Loan				\$33,032.02
4 Indiana Secretary of State 200 W. Washington St. Room 201 Indianapolis, IN 46204	(317) 332-6531	Governmental				\$6,874.26
5 Navitas Credit Corp. P.O. Box 935204 Atlanta, GA 31193		Loan				\$838.76
6 CT Corporation P.O. Box 4349 Carol Stream, IL 60197	Vanessa Lawrence (855) 284-8307 cls-smbrepresentationteam @walterskluwer.com	Professional Services				\$120.00
7						
8						

Debtor

Scotty's Holdings, LLC

Name

Case number (*if known*) _____

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:)
)
SCOTTY'S HOLDINGS, LLC,) Case No. 18-_____-_____-11
) (Joint Administration Pending)
)
Debtor(s).)

VERIFICATION OF CREDITOR LIST

I declare under penalty of perjury that all entities included or to be included in Schedules D, E/F, G, and H are listed in the consolidated creditor list submitted with this verification. This includes all creditors, parties to leases and executory contracts, and co-debtors.

I declare that the names and addresses of the listed entities are true and correct to the best of my knowledge.

I understand that I must file an amended creditor list and pay an amendment fee if there are entities listed on the schedules that are not included in the consolidated creditor list submitted with this verification.

Dated this 11th day of December, 2018.



Berekk A. Blackwell
Executive Manager of Scotty's Holdings, LLC
Sole Manager of A Pots & Pans Production, LLC,
Scotty's Thr3e Wise Men Brewing Company, LLC,
Scotty's Brewhouse, LLC; Scotty's Brewhouse
Bloomington, LLC; Scotty's Brewhouse West
Lafayette, LLC; Scotty's Indianapolis, LLC;
Scotty's Brewhouse Downtown Indianapolis, LLC;
Scotty's Brewhouse Mishawaka, LLC; Scotty's
Brewhouse Fort Wayne, LLC; Scotty's Brewhouse
Carmel, LLC; Scotty's Brewhouse Butler, LLC; and
Scotty's Brewhouse Waco, LLC